

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DONALD F. BENOIT, Derivatively on
Behalf of MBNA CORP. and on Behalf of
Himself and All Others Similarly Situation,

Plaintiff,

vs.

BRUCE L. HAMMONDS, *et al.*

Defendants,

--and--

BANK OF AMERICA CORPORATION, a
Delaware Corporation, AS SUCCESSOR IN
INTEREST TO MBNA CORP., and MBNA
CORP., a Maryland Corporation,

Nominal Defendants.

LEMON BAY PARTNERS, and
MALCOLM ROSENWALD,

Plaintiff,

--against--

BRUCE L. HAMMONDS, *et al.*

Defendants,

--and--

BANK OF AMERICA CORPORATION, AS
SUCCESSOR IN INTEREST TO MBNA
CORP., and MBNA CORP.,

Nominal Defendants.

Civ. No. 07-CV-561

Civ. No. 07-CV-562

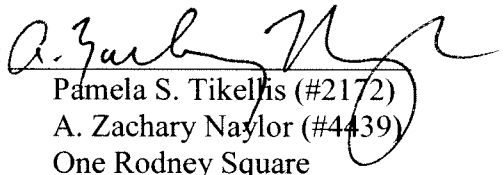
**THE BENOIT GROUP'S MOTION TO BE APPOINTED LEAD PLAINTIFF
AND TO APPROVE DESIGNATION OF LEAD COUNSEL**

Plaintiffs Donald Benoit, Lemon Bay Partners and Malcolm Rosenwald (the "Benoit Group") hereby move this Court for an Order pursuant to the Private Securities Litigation Reform Act: (i) to consolidate the cases; (ii) to be appointed lead plaintiffs; (iii) for approval of their designation as co-lead counsel. The grounds for Plaintiffs' Motion are set fourth in the Memorandum of Law in Support of the Benoit Group's Motion to be Appointed Lead Plaintiff and to Approve Their Designation of Lead Counsel, which is being filed concurrently herewith. Also filed concurrently herewith in support of the Benoit Group's Motion is the Declaration of Roy L. Jacobs and exhibits thereto.

Dated: December 10, 2007

Respectfully submitted,

CHIMICLES & TIKELLIS, LLP

By: 
Pamela S. Tikellis (#2172)
A. Zachary Naylor (#4439)
One Rodney Square
P. O. Box 1035
Wilmington, DE 19899
302-656-2500 (Tel.)
302-656-9053 (Fax)

Plaintiffs' Liaison Counsel

Jeffrey P. Fink
Carolyn A. Schnurer
ROBBINS UMEDA & FINK, LLP
610 West Ash Street, Suite 1800
San Diego, CA 92101
(619) 525-3990

Laurence D. Paskowitz
PASKOWITZ & ASSOCIATES

60 East 42nd Street, 46th Floor
New York, NY 10165
(212) 685-0969

*Plaintiffs' Proposed Co-Lead
Counsel*

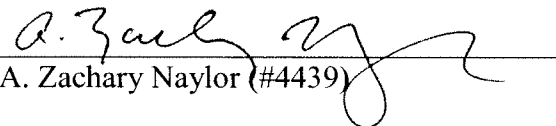
CERTIFICATE OF SERVICE

I, A. Zachary Naylor, do hereby certify that on this 10th day of December, 2007, I caused copies of The Benoit Group's Motion to be Appointed Lead Plaintiff and to Approve Designation of Lead Counsel and the Proposed Order Appointing the Benoit Group Lead Plaintiffs and to Approve Designation of Lead Counsel to be served on the following counsel in the manner indicated:

BY HAND DELIVERY

Richard H. Morse
Young Conaway Stargatt & Taylor LLP
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899

Edward P. Welch
Skadden, Arps, Slate, Meagher & Flom
One Rodney Square
P.O. Box 636
Wilmington, DE 19899


A. Zachary Naylor (#4439)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DONALD F. BENOIT, Derivatively on
Behalf of MBNA CORP. and on Behalf of
Himself and All Others Similarly Situation,

Plaintiff,

vs.

BRUCE L. HAMMONDS, *et al.*

Defendants,

--and--

BANK OF AMERICA CORPORATION, a
Delaware Corporation, AS SUCCESSOR IN
INTEREST TO MBNA CORP., and MBNA
CORP., a Maryland Corporation,

Nominal Defendants.

LEMON BAY PARTNERS, and
MALCOLM ROSENWALD,

Plaintiff,

--against--

BRUCE L. HAMMONDS, *et al.*

Defendants,

--and--

BANK OF AMERICA CORPORATION, AS
SUCCESSOR IN INTEREST TO MBNA
CORP., and MBNA CORP.,

Nominal Defendants.

Civ. No. 07-CV-561

Civ. No. 07-CV-562

**[PROPOSED] ORDER APPOINTING THE BENOIT
GROUP LEAD PLAINTIFFS AND TO APPROVE THEIR
DESIGNATION OF LEAD COUNSEL**

Upon the Motion of the Benoit Group to consolidate the above entitled cases, appoint lead plaintiff and designate lead counsel, it is hereby

ORDERED:

1. Plaintiffs Donald Benoit, Lemon Bay Partners and Malcolm Rosenwald are appointed lead plaintiffs.

2. The designation of Robbins Umeda & Fink LLP and Paskowitz & Associates as co-lead counsel is approved.

3. Case No. 07-CV-562 is hereby consolidated with No. 07-CV-561.

4. The caption of the Consolidated Action shall be as follows:

-----X		
IN RE MBNA CLASS AND)	
DERIVATIVE LITIGATION)	CONSOLIDATED
)	Civ. No. 07-CV-561
-----X		

5. Each new case that arises out of the subject matter of the Consolidated Action which is filed in this Court or transferred to this Court shall be brought to this Court's attention by co-lead counsel, who shall serve counsel in the new case with a copy of this Order. The new case shall be consolidated with the Consolidated Action, and this Order shall apply thereto, unless a party objects to consolidation, within 10 days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief and this Court deems it appropriate to grant such application.

5. Plaintiff's co-lead counsel shall set policy for the prosecution of the Consolidated Action, have authority to speak for regarding that Action and shall delegate

and monitor the work performed by other plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, and provide supervision and coordination of the activities of plaintiffs' counsel.

6. Plaintiffs may file a Consolidated Complaint within 45 days of the entry of this Order. Should defendants or any of them move to dismiss the Consolidated Complaint, the parties will agree upon and submit to the Court a proposed briefing schedule on such motions.

Dated: .

U.S.D.J.